

(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent;

Q is selected from CH_2 , CHR^5 , CHR^{13} , $\text{CR}^{13}\text{R}^{13}$, and CR^5R^{13} ;

K is selected from CH_2 , CHR^5 , CHR^6 , CR^6R^6 and CR^5R^6 ;

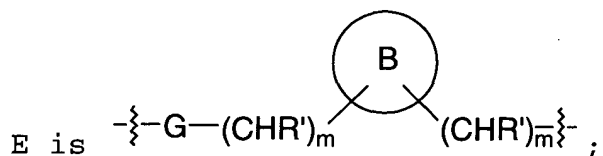
L is selected from CHR^5 and CR^5R^6 ;

J is selected from CH_2 , CHR^5 , CHR^{13} , and CR^5R^{13} ;

Z is selected from O, S, NR^{1a} , $\text{C}(\text{CN})_2$, $\text{CH}(\text{NO}_2)$, and CHCN ;

R^{1a} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $\text{CONR}^{1b}\text{R}^{1b}$, OR^{1b} , CN, NO_2 , and $(\text{CH}_2)_w\text{phenyl}$;

R^{1b} is independently selected from H, C_{1-3} alkyl, C_{3-6} cycloalkyl, and phenyl;



G is selected from a bond, $\text{C}=\text{O}$, and SO_2 ;

Ring B is a 5, 6, or 7 membered saturated heterocyclic ring wherein the heterocycle ring includes $-\text{NR}^9-$,

-O-, -S(O)_p-, -NR^{9d}C(O)-, -C(O)NR^{9d}-, -C(O)O-,
-OC(O)-, -NR^{9d}C(O)NR^{9d}-, -NR^{9d}C(O)O-, -NR^{9d}S(O)₂-,
-S(O)₂NR^{9d}-, or -OC(O)NR^{9d}-, the heterocycle ring
being optionally substituted by 0-2 R⁸;

R¹ and R² are independently selected from H, C₁₋₈
alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and (CH₂)_rC₃₋₆
cycloalkyl;

R³ is selected from methyl substituted with 0-1 R¹⁰,
C₂₋₈ alkyl substituted with 0-3 R⁷, C₃₋₈ alkenyl
substituted with 0-3 R⁷, C₃₋₈ alkynyl substituted
with 0-3 R⁷, C₂ fluoroalkyl, C₃₋₈ haloalkyl, a
(CR^{3'}R^{3''})_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R¹⁵ and a (CR^{3'}R^{3''})_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3
R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H,
C₁₋₆alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁴ is absent, taken with the nitrogen to which it is
attached to form an N-oxide, or selected from C₁₋₈
alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CH₂)_rC₃₋₆
cycloalkyl, (CH₂)_qC(O)R^{4b}, (CH₂)_qC(O)NR^{4a}R^{4a'},
(CH₂)_qC(O)OR^{4b}, and a (CH₂)_r-C₃₋₁₀ carbocyclic
residue substituted with 0-3 R^{4c};

R^{4a} and R^{4a'}, at each occurrence, are selected from H,
C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₈ alkenyl, (CH₂)_rC₃₋₆ cycloalkyl, C₃₋₈ alkynyl, and phenyl;

R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;

R⁵ is selected from a (CR^{5'}R^{5''})_t-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁶ and a (CR^{5'}R^{5''})_t-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶;

R^{5'} and R^{5''}, at each occurrence, are selected from H, C₁₋₆alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁶, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rNR^{6a}R^{6a'}, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rSH, (CH₂)_rSR^{6b}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, (CH₂)_rC(O)OR^{6b}, (CH₂)_rOC(O)R^{6b}, (CH₂)_rS(O)_pR^{6b}, (CH₂)_rS(O)₂NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}S(O)₂R^{6b}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when any of J or K is CR^6R^6 and R^6 is cyano, or bonded to the carbon to which it is attached through a heteroatom, the other R^6 is not cyano, or bonded to the carbon to which it is attached through a heteroatom;

R^7 is selected from NO_2 , CN, $NR^{7a}R^{7a'}$, OH, OR^{7d} , $C(O)H$, $C(O)OH$, $C(O)R^{7b}$, $C(O)NR^{7a}R^{7a'}$, $NR^{7f}C(O)OR^{7d}$, $OC(O)NR^{7a}R^{7a'}$, $NR^{7f}C(O)R^{7b}$, $NR^{7f}C(O)NR^{7f}R^{7f}$, $C(O)OR^{7d}$, $OC(O)R^{7b}$, $C(=NR^{7f})NR^{7a}R^{7a'}$, $NHC(=NR^{7f})NR^{7f}R^{7f}$, $S(O)_pR^{7b}$, $S(O)_2NR^{7a}R^{7a'}$, $NR^{7f}S(O)_2R^{7b}$, C_{1-6} haloalkyl;

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e} ;

alternatively, R^{7a} and $R^{7a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms

selected from NR^{7h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{7b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{7e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, C(O)C₁₋₆ alkyl, C(O)OC₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rphenyl, and a heterocycle substituted with 0-1 R^{7g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{7f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^{7g} is selected from methyl, ethyl, acetyl, and CF₃;

R^{7h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{7f}, C(O)OR⁷ⁱ, and SO₂R⁷ⁱ;

R⁷ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

R⁸ is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{8c};

R^{8a}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{8f}R^{8f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{8a}, (CH₂)_rC(O)NR^{8f}R^{8f}, (CH₂)_rNR^{8f}C(O)R^{8a}, (CH₂)_rC(O)OC₁₋₄ alkyl,

$(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{8b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{8b}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{8f}\text{R}^{8f}$,
 $(\text{CH}_2)_r\text{NR}^{8f}\text{S}(\text{O})_2\text{R}^{8b}$, and $(\text{CH}_2)_r\text{phenyl}$ substituted
with 0-3 R^{8e} ;

R^{8e} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl,
 $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl,
 $(\text{CH}_2)_r\text{NR}^{8f}\text{R}^{8f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{8f} , at each occurrence, is selected from H, C_{1-6}
alkyl, and C_{3-6} cycloalkyl;

R^9 is selected from H, CH_3 , C_{2-6} alkyl substituted with
0-3 R^{9a} , C_{3-8} alkenyl, C_{3-8} alkynyl, C_{1-6} haloalkyl,
 $(\text{CHR}')_r\text{C}(\text{O})\text{C}_{1-6}$ alkyl substituted with 0-3 R^{9j} ,
 $(\text{CHR}')_r\text{C}(\text{O})\text{OC}_{1-6}$ alkyl substituted with 0-3 R^{9b} ,
 $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9d'}$, $(\text{CHR}')_r\text{S}(\text{O})_2\text{C}_{1-6}$ alkyl,
 $\text{S}(\text{O})_2\text{C}_{1-6}$ haloalkyl, $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{9d}\text{R}^{9d'}$, $\text{R}^{9'}$,
 $(\text{CHR}')_r\text{C}(\text{O})\text{R}^{9'}$, $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9'}$, $(\text{CHR}')_r\text{S}(\text{O})_2\text{R}^{9'}$,
and $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{9d}\text{R}^{9'}$;

$\text{R}^{9'}$, at each occurrence, is independently selected from
 $(\text{CHR}')_r\text{C}_{3-6}$ cycloalkyl substituted with 0-3 R^{9e} ,
 $(\text{CHR}')_r\text{phenyl}$ substituted with 0-3 R^{9c} , $(\text{CHR}')_r$ -5-
10 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{9c} ,

R^{9a} , at each occurrence, is selected from CN, NO_2 , OC_{1-5}
alkyl, CF_3 , OH, OC_{1-5} alkyl, $\text{OC}(\text{O})\text{C}_{1-5}$ alkyl, SC_{1-5}
alkyl, $\text{S}(\text{O})_p\text{C}_{1-5}$ alkyl, and $\text{NR}^{9d}\text{R}^{9d'}$;

R^{9b} , at each occurrence, is selected from C_{3-6} cycloalkyl, CN, $(CF_2)_rCF_3$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qOH$, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

R^{9c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CHR')_rC(O)C_{1-5}$ alkyl, $(CHR')_rC(O)OC_{1-5}$ alkyl, $(CHR')_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$;

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from $(CH_2)_qOH$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_qS(O)_pC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

alternatively, R^{9d} and $R^{9d'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{9h} , O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{9e} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CHR')_rC(O)OC_{1-5}$ alkyl, $(CHR')_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$, or

alternatively, two R^{9e} on the same carbon atom
form =O;

R^{9h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl,
(CH₂)_rphenyl, C(O)R^{9f}, C(O)OR⁹ⁱ, and SO₂R⁹ⁱ;

R⁹ⁱ, at each occurrence, is selected from C₁₋₆ alkyl,
C₃₋₆ cycloalkyl;

R^{9j}, at each occurrence, is selected from C₃₋₆
cycloalkyl, CN, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl,
(CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl,
and (CH₂)_rNR^{9d}R^{9d'};

R¹⁰ is selected from C(O)H, C(O)OH, C(O)R^{10b},
C(O)NR^{10a}R^{10a'}, C(O)OR^{10d}, C(=NR^{10f})NR^{10a}R^{10a'},
S(O)R^{10b}, S(O)₂R^{10b}, S(O)₂NR^{10a}R^{10a'};

R^{10a} and R^{10a'}, at each occurrence, are selected from H,
C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{10e},
and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{10e};

alternatively, R^{10a} and R^{10a'}, along with the N to which
they are attached, join to form a 5-6 membered
heterocyclic system containing 1-2 heteroatoms
selected from NR^{10h}, O, and S and optionally fused
with a benzene ring or a 6-membered aromatic
heterocycle;

R^{10b}, at each occurrence, is selected from C₁₋₆ alkyl,
C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₆

carbocyclic residue substituted with 0-3 R^{10e} , and $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{10e} ;

R^{10d} , at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{10e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, $C(O)C_{1-6}$ alkyl, $C(O)OC_{1-6}$ alkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_r$ phenyl, and a heterocycle substituted with 0-1 R^{10g} , wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{10f} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{10g} is selected from methyl, ethyl, acetyl, and CF_3 ;

R^{10h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$ phenyl, $C(O)R^{10f}$, $C(O)OR^{10i}$, and SO_2R^{10i} ;

R^{10i} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^{13} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CH_2)_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$ -phenyl substituted with 0-3 R^{13c} ;

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{15} , at each occurrence, is selected from =O, C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$,

$(\text{CHR}')_r \text{NR}^{15f} \text{C}(\text{O}) \text{NR}^{15f} \text{R}^{15f}$, $(\text{CHR}')_r \text{C}(\text{O}) \text{O}(\text{CHR}')_r \text{R}^{15d}$,
 $(\text{CHR}')_r \text{OC}(\text{O}) (\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{C}(=\text{NR}^{15f}) \text{NR}^{15a} \text{R}^{15a'}$,
 $(\text{CHR}')_r \text{NHC}(=\text{NR}^{15f}) \text{NR}^{15f} \text{R}^{15f}$, $(\text{CHR}')_r \text{S}(\text{O})_p (\text{CHR}')_r \text{R}^{15b}$,
 $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{15a} \text{R}^{15a'}$, $(\text{CHR}')_r \text{NR}^{15f} \text{S}(\text{O})_2 (\text{CHR}')_r \text{R}^{15b}$,
 C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3
 R' , C_{2-8} alkynyl substituted with 0-3 R' ,
 $(\text{CHR}')_r$ phenyl substituted with 0-3 R^{15e} , and a
 $(\text{CH}_2)_r$ -5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{15e} ;

R' , at each occurrence, is independently selected from
H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl,
 $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r$ phenyl substituted
with R^{15e} ;

R^{15a} and $\text{R}^{15a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r$ - C_{3-10}
carbocyclic residue substituted with 0-5 R^{15e} ,
and a $(\text{CH}_2)_r$ -5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{15e} ;

alternatively, R^{15a} and $\text{R}^{15a'}$, along with the N to which
they are attached, join to form a 5-6 membered
heterocyclic system containing 1-2 heteroatoms
selected from NR^{15h} , O, and S and optionally fused
with a benzene ring or a 6-membered aromatic
heterocycle;

R^{15b} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r$ - C_{3-6}
carbocyclic residue substituted with 0-3 R^{15e} , and
 $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₃₋₈ alkenyl,
C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{15e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{15e}, and a (CH₂)_{r5-6}
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
C(O)C₁₋₆ alkyl, C(O)OC₁₋₆ alkyl, Cl, F, Br, I, CN,
NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, (CH₂)_rphenyl,
and a heterocycle substituted with 0-1 R^{15g},
wherein the heterocycle is selected from
imidazole, thiazole, oxazole, pyrazole, 1,2,4-
triazole, 1,2,3-triazole, isoxazole, and
tetrazole,;

R^{15f}, at each occurrence, is selected from H, C₁₋₆
alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^{15g} is selected from methyl, ethyl, acetyl, and CF₃;

R^{15h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl,
(CH₂)_rphenyl, C(O)R^{15f}, C(O)OR¹⁵ⁱ, and SO₂R¹⁵ⁱ;

R¹⁵ⁱ, at each occurrence, is selected from C₁₋₆ alkyl,
C₃₋₆ cycloalkyl;

R^{16} , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CHR')_r NR^{16a} R^{16a'}$, $(CHR')_r OH$, $(CHR')_r O(CHR')_r R^{16d}$, $(CHR')_r SH$, $(CHR')_r C(O)H$, $(CHR')_r C(O)OH$, $(CHR')_r C(O)(CHR')_r R^{16b}$, $(CHR')_r C(O)NR^{16a} R^{16a'}$, $(CHR')_r NR^{16f} C(O)(CHR')_r R^{16b}$, $(CHR')_r C(O)O(CHR')_r R^{16d}$, $(CHR')_r OC(O)(CHR')_r R^{16b}$, $(CHR')_r C(=NR^{16f})NR^{16a} R^{16a'}$, $(CHR')_r NHC(=NR^{16f})NR^{16f} R^{16f}$, $(CHR')_r S(O)_p(CHR')_r R^{16b}$, $(CHR')_r S(O)_2 NR^{16a} R^{16a'}$, $(CHR')_r NR^{16f} S(O)_2(CHR')_r R^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , and $(CHR')_r$ phenyl substituted with 0-3 R^{16e} ;

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{16e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e} ;

alternatively, R^{16a} and $R^{16a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{16h} , O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{16b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r C_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{16h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{16f}, C(O)OR¹⁶ⁱ, and SO₂R¹⁶ⁱ;

R¹⁶ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

m, at each occurrence, is independently selected from 0, 1, and 2;

t, at each occurrence, is independently selected from 1 and 2;

w, at each occurrence, is independently selected from 0 and 1;

r, at each occurrence, is independently selected from
0, 1, 2, 3, 4, and 5;

q, at each occurrence, is independently selected from
1, 2, 3, 4, and 5; and

p, at each occurrence, is independently selected from
0, 1, and 2.

23. The compound of claim 22, wherein:

R⁴ is absent, taken with the nitrogen to which it is
attached to form an N-oxide, or selected from C₁₋₈
alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_r-phenyl
substituted with 0-3 R^{4c};

R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl,
(CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and
(CH₂)_rphenyl;

R¹ and R² are independently selected from H and C₁₋₄
alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
(CF₂)_rCF₃, CN, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rC(O)R^{6b},
(CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, and
(CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H,
C₁₋₆alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with
0-3 R^{6c};

R^{6b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6}

cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13} , at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, $(CH_2)NR^{13a}R^{13a'}$, $(CH_2)OH$, $(CH_2)OR^{13b}$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}C(O)R^{13a}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$ -phenyl substituted with 0-3 R^{13c} ;

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

24. The compound of claim 23, wherein:

R³ is selected from a methyl substituted with 0-1 R¹⁰, C₂₋₈ alkyl substituted with 0-3 R⁷, a (CR^{3'}H)_r-carbocyclic residue substituted with 0-5 R¹⁵, wherein the carbocyclic residue is selected from phenyl, C₃₋₆ cycloalkyl, naphthyl, and adamantyl; and a (CR^{3'}H)_r-heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl, tetrahydrofuran, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R⁵ is selected from (CR^{5'}H)_t-phenyl substituted with 0-5 R¹⁶; and a (CR^{5'}H)_t-heterocyclic system substituted with 0-3 R¹⁶, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl,

piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

25. The compound of claim 24, wherein

Ring B is a 5 or 6 membered heterocycle ring wherein the heterocycle ring includes $-NR^9-$, $-O-$, $-S(O)_p-$, $-NR^{9d}C(O)-$, $-C(O)NR^{9d}-$, $-C(O)O-$, $-OC(O)-$, $-NR^{9d}C(O)NR^{9d}$, $-NR^{9d}C(O)O-$, $-OC(O)NR^{9d}-$, $-NR^{9d}S(O)_2-$, or $-S(O)_2NR^{9d}$, the heterocycle ring being optionally substituted by 0-2 R^8 ;

R^9 is selected from H, CH_3 , C_{2-6} alkyl substituted with 0-3 R^{9a} , C_{3-8} alkenyl, C_{3-8} alkynyl, C_{1-3} haloalkyl, $(CH_2)_rC(O)C_{1-6}$ alkyl substituted with 0-2 R^{9j} , $(CH_2)_rC(O)OC_{1-6}$ alkyl substituted with 0-3 R^{9b} , $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rS(O)_2C_{1-6}$ alkyl, $S(O)_2C_{1-6}$ trifluoromethyl, $(CH_2)_rC(O)R^{9'}$, $(CH_2)_rC(O)NR^{9d}R^{9'}$, $(CH_2)_rS(O)_2R^{9'}$, $R^{9'}$, and $(CH_2)_rS(O)_2NR^{9d}R^{9'}$;

$R^{9'}$, at each occurrence, is independently selected from $(CHR')_rC_{3-6}$ cycloalkyl substituted with 0-3 R^{9e} , wherein the cycloalkyl is selected from cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl, $(CHR')_r$ phenyl substituted with 0-3 R^{9c} , $(CHR')_r$ 5-6 membered heterocycle system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c} , wherein the heterocycle is selected from oxadiazolyl, morpholinyl, piperidinyl, tetrahydropyranyl, tetrahydrothiopyranyl, tetrahydrothiopyranyl dioxide, thiophene, imidazolyl, pyrrolidinyl,

pyrrolyl, thiazolyl, and furanyl, and
(CHR')_rphenyl substituted with 0-3 R^{9c};

R^{9a}, at each occurrence, is selected from CN, O-methyl, O-ethyl, CF₃, OH, OC(O)-methyl, S-methyl, S-ethyl, S-propyl, S(O)_p-methyl, S(O)_p-ethyl, S(O)_p-propyl, and NR^{9d}R^{9d'};

R^{9b}, at each occurrence, is selected from cyclopropyl, cyclobutyl, cyclopentyl, CN, CF₃, CH₂-OC₁₋₅ alkyl, CH₂-OH, CH₂-SC₁₋₅ alkyl, and CH₂-NR^{9d}R^{9d'};

R^{9c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rC(O)OC₁₋₅ alkyl, (CH₂)_rC(O)C₁₋₅ alkyl, (CH₂)_rC(O)NR^{9d}R^{9d'}, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_rNR^{9d}R^{9d'};

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from (CH₂)_qOH, (CH₂)_qOC₁₋₅ alkyl, (CH₂)_qSC₁₋₅ alkyl, (CH₂)_qS(O)_qC₁₋₅ alkyl, and (CH₂)_qNR^{9d}R^{9d'};

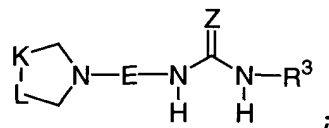
R^{9d} and R^{9d'}, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and phenyl;

R^{9e}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rC(O)OC₁₋₅ alkyl, (CH₂)_rC(O)NR^{9d}R^{9d'}, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl,

(CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_rNR^{9d}R^{9d'}, or alternatively, two R^{9e} on the same carbon atom form =O; and

R^{9j}, at each occurrence, is selected from cyclopropyl, cyclobutyl, cyclopentyl, CN, CF₃, O-methyl, O-ethyl, O-propyl, O-i-propyl, O-butyl, OH, S-methyl, S-ethyl, and NR^{9d}R^{9d'}.

26. The compound of claim 25, wherein the compound of formula (I) is:



Z is selected from O, S, NCN, and NCONH₂;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

27. The compound of claim 26, wherein:

Ring B is a 5 or 6 membered saturated heterocycle ring, wherein the heterocycle ring is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, tetrahydrothiopyran 1,1-dioxide, tetrahydrothiopyran 1-monooxide, piperidin-2-one, tetrahydropyran-2-one, [1,2]thiazinane 1,1-dioxide, pyrrolidine, tetrahydrofuran, tetrahydrothiophene, pyrrolidin-2-one, dihydrofuran-2-one, and isothiazolidine 1,1-dioxide, the heterocycle ring being optionally substituted by 0-2 R⁸;

R⁵ is CH₂phenyl substituted with 0-3 R¹⁶; and

r is selected from 0, 1, and 2.

28. The compound of claim 27, wherein:

K is selected from CH₂ and CHR⁵;

L is CHR⁵;

R^3 is selected from a C_{3-10} carbocyclic residue

substituted with 0-3 R^{15} , wherein the carbocyclic residue is selected from cyclopropyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a $(CR^{3'}H)_r$ -heterocyclic system substituted with 0-3 R^{15} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl, tetrahydrofuranyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^{15} , at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3 , Cl, Br, I, F, $(CH_2)_rNR^{15a}R^{15a'}$, NO_2 , CN, OH, $(CH_2)_rOR^{15d}$, $(CH_2)_rC(O)R^{15b}$, $(CH_2)_rC(O)NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}C(O)R^{15b}$, $(CH_2)_rNR^{15f}C(O)O(CHR')_rR^{15d}$, $(CH_2)_rOC(O)NR^{15a}R^{15a'}$, $(CH_2)_rS(O)_pR^{15b}$, $(CH_2)_rS(O)_2NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}S(O)_2R^{15b}$, $(CH_2)_r$ phenyl substituted with 0-3 R^{15e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} , wherein the heterocyclic system is selected from tetrazolyl, piperidinyl, pyrrolidinyl, imidazolyl, thiazolyl, pyrazolyl, pyridyl, thienyl, furanyl, pyrrolyl, oxazolyl, isoxazolyl, triazolyl, pyridazinyl,

pyrimidinyl, pyrazinyl, morpholinyl, oxadiazolyl,
and thiadiazolyl;

R^{15a} and R^{15a'}, at each occurrence, are selected from H,
C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl
substituted with 0-3 R^{15e};

alternatively, R^{15a} and R^{15a'}, along with the N to which
they are attached, join to form a 5-6 membered
heterocyclic system containing 1-2 heteroatoms
selected from NR^{15h}, O, and S and optionally fused
with a benzene ring or a 6-membered aromatic
heterocycle;

R^{15b}, at each occurrence, is selected from H, C₁₋₆
alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl
substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C₁₋₆ alkyl
and phenyl;

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and
(CH₂)_rOC₁₋₅ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C₁₋₅
alkyl.

29. The compound of claim 28, wherein

G is selected from CH₂ and C=O;

L is CHR⁵;

B is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, tetrahydrothiophene 1-oxide, and tetrahydrothiophene 1,1-dioxide;

R³ is selected from phenyl substituted with 1-2 R¹⁵, -CH₂-CH₂-morpholin-1-yl substituted with 1-2 R¹⁵, indazolyl substituted with 1-2 R¹⁵, pyrazolyl substituted with 1-2 R¹⁵ or thiazolyl substituted with 1-2 R¹⁵;

R⁵ is selected from a CH₂-phenyl substituted with 1-2 R¹⁶;

R⁹ is selected from H, C₂₋₆ alkyl substituted with 0-3 R^{9a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, neo-pentyl; -CH₂CH=CH₂; -CH₂C≡CH; 2-fluoroethyl, 2,2-difluoroethyl, 2,2,2-trifluoroethyl, (CH₂)_rC(O)C₁₋₆ alkyl substituted with 0-2 R^{9j}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, t-butyl; C(O)Omethyl, C(O)Ot-butyl, SO₂methyl, SO₂ethyl, SO₂propyl, SO₂i-propyl, SO₂t-butyl, SO₂CF₃, (CH₂)_rC(O)NR^{9d}R^{9d'}; (CH₂)_rC(O)R^{9'}, (CH₂)_rC(O)NR^{9d}R^{9'}, (CH₂)_rS(O)₂R^{9'}, R^{9'}, and (CH₂)_rS(O)₂NR^{9d}R^{9'};

R^{9'}, at each occurrence, is independently selected from (CHR')_rC₃₋₆ cycloalkyl, wherein the cycloalkyl is selected from cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl, (CHR')_rphenyl substituted with 0-3 R^{9c}, (CHR')_r5-6 membered

heterocycle system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c} , wherein the heterocycle is selected from oxadiazolyl, morpholinyl, piperidinyl, tetrahydropyranyl, tetrahydrothiopyranyl, tetrahydrothiopyranyl dioxide, thiophene, imidazolyl, pyrrolidinyl, pyrrolyl, thiazolyl, and furanyl, and $(CHR')_r$ phenyl substituted with 0-3 R^{9c} ;

R^{9a} , at each occurrence, is selected from CN, O-methyl, O-ethyl, CF_3 , OH, $OC(O)$ -methyl, S-methyl, S-ethyl, S-propyl, $S(O)_p$ -methyl, $S(O)_p$ -ethyl, $S(O)_p$ -propyl, and $NR^{9d}R^{9d'}$;

R^{9c} , at each occurrence, is selected from methyl, ethyl, propyl, $C(O)$ -methyl, $C(O)O$ -t-butyl;

R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, t-butyl;

R^{9j} , at each occurrence, is selected from O-methyl, O-ethyl, and $NR^{9d}R^{9d'}$;

R^{15} is selected from Me, CF_3 , OMe, OCF_3 , F, Cl, Br, OH, OMe, $C(O)Me$, $CH(OH)Me$, CN, CO_2Me , CO_2Et , SO_2NH_2 , $NHC(O)Me$, $C(O)NH_2$, $C(O)NHMe$, $C(O)NHCH_2CH_2OMe$, $C(O)piperidinyl$, $C(O)pyrrolidinyl$, $C(O)morpholinyl$, and a 5-6 membered heterocyclic system, wherein the heterocyclic system is selected from tetrazolyl, indazolyl, pyrazolyl, triazolyl, morpholinyl, and thiazolyl, the heterocyclic system substituted with 0-2 R^{15e} ;

R^{15e} is selected from methyl, ethyl, propyl, i-propyl, cyclopropyl, cyclopropylmethyl, acetyl, and t-butoxycarbonyl;

R¹⁶ is selected from F, Cl, Br, and I;

30. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 22.

31. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22.

32. A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22.

33. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 28, or a pharmaceutically acceptable salt thereof.

34. The method of claim 31 wherein modulation of chemokine receptor activity comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

35. A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound

according to Claim 22, or a pharmaceutically acceptable salt thereof.

36. A method for treating disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22, or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

37. The method according to Claim 36, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

38. The method according to Claim 37, wherein the disorder is asthma.

39. A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 28, or a pharmaceutically acceptable salt thereof.

40. A method for treating disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound

according to Claim 39, or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

Respectfully submitted,

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